NORDSON CORP Form 4 March 02, 2006

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PELLECCHIA NICHOLAS D			2. Issuer Name <b>and</b> Ticker or Trading Symbol NORDSON CORP [NDSN]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)		3. Date of Earliest Transaction				(Check all applicable)				
28601 CLEMENS ROAD			(Month/Day/Year) 02/28/2006					Director 10% Owner Other (specify below) VICE PRESIDENT				
	(Street)		4. If Amer		_			6. Individual or Joint/Group Filing(Check				
	· · · · · · · · · · · · · · · · · · ·					Applicable Line) _X_ Form filed by One Reporting Person						
WESTLAKE							Form filed by More than One Reporting Person					
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	eemed tion Date, if h/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
COMMON				Code V	Amount		Price	(Instr. 3 and 4)				
COMMON SHARES	02/28/2006			D	2,811 (1)	D	\$ 0	34,742 (2)	D			
COMMON SHARES	02/28/2006			F	1,271	D	\$ 49.605	33,471 <u>(2)</u>	D			
COMMON SHARES								20,634 (3)	I	BY SPOUSE		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title			
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PELLECCHIA NICHOLAS D 28601 CLEMENS ROAD WESTLAKE, OH 44145

VICE PRESIDENT

# **Signatures**

Robert E. Veillette, Attorney-In-Fact

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares of restricted stock returned to issuer under forfeiture provisions of the grants of the 1993 and 2004 Long-Term Performance Plans.
- (2) Includes 1,883 shares owned through Company 401(k) Plan; and 526 shares owned through Company Excess Retirement Plan.
- (3) Reporting person disclaims beneficial ownership of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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